

**MARK  
TWAIN  
BANK**

**MARK TWAIN BANK**

2628 Big Bend Blvd.  
St. Louis, Missouri 63143  
Telephone: 314-645-5900

April 25, 1989

Interstate Commerce Commission  
12th & Constitution Ave., N.W.  
Washington, D.C. 20423

attn: Mildred Lee  
Room 2303

Dear Mildred:

Please accept this as a transmittal letter of instruction on the  
1954 Ex-Union Pacific Dome Coach 7004/7008, made by American Car  
& Foundry and named Mark Twain Lake

Enclosed are the following documents in duplicate form:

Promissory Note  
Security Agreement and Addendum  
ICC Financing Statement Agreement  
Notarized Bill of Sale

The above documents are between two parties:

DEBTOR: St. Louis Car Company  
c/o The Innsbrook Corporation  
222 South Central, Suite 800  
Clayton, MO 63105

SECURED PARTY: Mark Twain Bank  
2628 Big Bend Blvd.  
St. Louis, MO 63143

Please properly record documents, keeping one set for your files  
and returning the other set to the Bank by certified mail. All  
forms are notarized as requested. A \$26.00 check is enclosed to  
cover charges.

Sincerely,

MARK TWAIN BANK

RECORDATION NO 16322 FILED 1423

MAY 8 1989 -3 10 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO 16322 FILED 1423

MAY 8 1989 -3 10 PM

INTERSTATE COMMERCE COMMISSION

Date .....

Fee \$ .....

ICC Washington, D. C.

9-128A057

RECORDATION NO 16322 FILED 1423

RECORDATION NO 16322 FILED 1423

MAY 8 1989 -3 10 PM

INTERSTATE COMMERCE COMMISSION

MAY 8 1989 -3 10 PM

INTERSTATE COMMERCE COMMISSION

MAY 8 3 03 PM '89  
MOTOR OPERATING UNIT

16322

RECORDATION NO. FILED 1425

MAY 8 1989 - 3 10 PM

BILL OF SALE  
RAILROAD PASSENGER CAR

INTERSTATE COMMERCE COMMISSION

KNOWN ALL MEN BY THESE PRESENTS:

That in consideration of One Hundred Ten Thousand Dollars (\$110,000.00) paid by ST. LOUIS CAR COMPANY, a Missouri Corporation, the receipt of which is hereby acknowledged, VIRGINIA RAIL INVESTMENT CORP., a Virginia Corporation in Good Standing, and CHARLES L. AKERS and CHARLES JENSEN by these presents do sell and convey unto ST. LOUIS CAR COMPANY any and all interest which they may have in EX-UNION PACIFIC DOME COACH 7004/7008 built by A.C.F. in 1954.

This railroad passenger car is sold with related accessories including, but not limited to, thirty-four (34) lounge chairs (unupholstered) and with one replacement pane of glass, a current airdate and in A.A.R. interchange condition.

Seller hereby warrants, certifies and represents that this railroad passenger car is sold free and clear of any liens or encumbrances whatsoever.

DATED: February 28, 1989.

VIRGINIA RAIL INVESTMENT CORP.  
A Virginia Corporation in Good Standing

By

Charles L. Akers  
Charles L. Akers, President

Charles L. Akers  
Charles L. Akers, An Individual

Charles Jensen  
Charles Jensen, An Individual

STATE OF VIRGINIA )  
City ) SS.  
COUNTY OF Salem )

On the 28 day of February, 1989, before me, a Notary Public, after being first duly sworn upon his oath, personally appeared Charles L. Akers, who did say he is the President of VIRGINIA RAIL INVESTMENT CORP., a Virginia Corporation, and that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors; and said Charles L. Akers, acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Lynne L. Price  
Notary Public

My Commission Expires:

November 25, 1990

STATE OF VIRGINIA )  
City )  
COUNTY OF Salem ) SS.

On the 28 day of February, 1989, before me, a Notary Public, after being first duly sworn upon their oaths, personally appeared both Charles L. Akers and Charles Jensen, who did say that they are Individuals of the State of Virginia, and that said instrument was signed and sealed on behalf of said Charles L. Akers and Charles Jensen and said Charles L. Akers and Charles Jensen acknowledged said instrument to be the free act and deed of said persons.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Lynne L. Price  
Notary Public

My Commission Expires:

November 25, 1990